

Macquarie Infrastructure Corp  
Form 8-K  
May 18, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) – **May 18, 2016**

**MACQUARIE INFRASTRUCTURE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

|                                                                                                      |                                              |                                                           |
|------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| <b>Delaware</b><br>(State or Other Jurisdiction<br>of Incorporation)                                 | <b>001-32384</b><br>(Commission File Number) | <b>43-2052503</b><br>(IRS Employer<br>Identification No.) |
| <b>125 West 55th Street</b><br><b>New York, New York</b><br>(Address of Principal Executive Offices) | <b>10019</b><br>(Zip Code)                   |                                                           |
| <b>(212) 231-1000</b><br>(Registrant's telephone number, including area code)                        |                                              |                                                           |

**N.A.**  
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 18, 2016, Macquarie Infrastructure Corporation (the “Company”) held its annual meeting of shareholders. A brief description follows of each matter voted upon at the annual meeting, including the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each matter. Of the total 80,257,564 common shares outstanding as of the record date of March 23, 2016 that were entitled to vote, 70,354,499 common shares were represented at the meeting, either in person or by proxy.

The matters voted upon and the results of the vote at the annual meeting of shareholders were as follows:

**Proposal 1 – Election of Directors:** The Company’s shareholders voted to elect the following individuals as directors to serve for a one-year term with the votes shown:

| Nominee                | Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------------------|------------|---------------|---------|------------------|
| Norman H. Brown, Jr.   | 57,786,445 | 1,583,401     | 107,892 | 10,876,761       |
| George W. Carmany, III | 57,724,540 | 1,646,442     | 106,756 | 10,876,761       |
| H.E. (Jack) Lentz      | 58,716,286 | 653,937       | 107,515 | 10,876,761       |
| Ouma Sananikone        | 58,817,375 | 551,510       | 108,853 | 10,876,761       |
| William H. Webb        | 57,768,973 | 1,602,502     | 106,263 | 10,876,761       |

**Proposal 2 – Ratification of Selection of Independent Auditor** The Company’s shareholders ratified the audit committee’s selection of KPMG LLP as the Company’s independent auditor for the fiscal year ending December 31, 2016 with the votes shown:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 70,017,435 | 178,449       | 158,615     |

**Proposal 3 – Advisory Resolution on Executive Compensation** The Company’s shareholders approved, on an advisory basis, executive compensation with the votes shown:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 50,569,997 | 8,564,468     | 343,273     | 10,876,761       |

**Proposal 4 – Approval of 2016 Omnibus Employee Incentive Plan** The Company’s shareholders approved the adoption of an equity incentive plan for employees with the votes shown:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 57,226,336 | 2,070,594     | 180,808     | 10,876,761       |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 18, 2016

MACQUARIE INFRASTRUCTURE

CORPORATION

*By:* /s/ James Hooke

Name: James Hooke

Title: Chief Executive Officer